

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF

**AQCESS TECHNOLOGIES, INC.
THOMAS R. SANFORD
JON-ERIK PRICHARD
KAIN K. JOHNSON**

RESPONDENT

**ADMINISTRATIVE ORDER
NO. CD-2001-0006**

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, has determined as follows:

RESPONDENTS

1. AQCESS TECHNOLOGIES, INC., ("RESPONDENT") is represented to be a Nevada Corporation with a business address of 3611 S. Harbor Blvd., Santa Ana, CA 92704.
2. THOMAS R. SANFORD ("RESPONDENT SANFORD") is represented to be the Chief of Operations of RESPONDENT with a business address of 3611 S. Harbor Boulevard, Santa Ana, CA 92704.
3. JON-ERIK PRICHARD ("RESPONDENT PRICHARD") is represented to be an Executive Officer of RESPONDENT with a business address of 3611 S. Harbor Boulevard, Santa Ana, CA 92704.

4. KAIN K. JOHNSON ("RESPONDENT JOHNSON") is represent to be an Executive Officer of RESPONDENT with a business address of 3611 S. Harbor Boulevard, Santa Ana, CA 92704.

STATEMENT OF FACTS

5. On January 21, 2000, RESPONDENT filed for exemption from registration pursuant to Rule 506 of Regulation D to sell securities in the State of Alabama. RESPONDENT'S Form D reflected the payment of commissions.

6. On January 25, 2000, a review of RESPONDENT'S notice filing indicated that RESPONDENT failed to disclose in its Form D the Alabama registered broker dealer effecting sales on behalf of the issuer. A deficiency letter was issued to the attention of RESPONDENT SANFORD via facsimile and regular mail requesting that the Alabama registered broker dealer transacting on behalf of RESPONDENT be identified.

7. On, April 18, 2000 a follow-up deficiency letter was issued to RESPONDENT SANFORD via facsimile and regular mail.

8. On September 14, 2000, the Commission staff left a voice mail message for RESPONDENT PRICHARD to contact the Commission staff concerning the deficient filing.

9. On September 25, 2000, a deficiency letter was issued to RESPONDENT PRICHARD via certified mail. Domestic Return Receipt reflects acceptance on October 5, 2000. As of the date of this Order, a response resolving the outstanding deficiency has not been received.

10. On December 13, 2000, the Commission staff confirmed via telephone with Montell Williams of the SEC Public Reference Room that RESPONDENT submitted a filing pursuant to Rule 506 of Regulation D on the federal level on July 18, 2000.

CONCLUSIONS OF LAW

11. Pursuant to the National Securities Market Improvement Act of 1996, ("NSMIA") offerings qualifying for exemption pursuant to Rule 506 of Regulation D are considered covered securities. Pursuant to the policy statement issued by the Alabama Securities Commission on June 6, 1998, filing information must be submitted within 15 days of the first sale in this state for securities qualifying for exemption pursuant to Rule 506 of Regulation D. The submission of the January 21, 2000, filing in the state of Alabama by RESPONDENT presents a presumption that a sale or sales have occurred in the state of Alabama.

12. Pursuant to Code of Alabama 1975, Section 8-6-3(a), it is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under this article. RESPONDENT failed to identify those persons receiving remuneration for transacting on behalf of the issuer. RESPONDENT'S refusal to respond to numerous Commission staff attempts to resolve the filing deficiency and identify the Alabama registered broker-dealer provides reason to believe that the broker-dealer who executed such transaction or transactions with Alabama residents may not be properly registered, pursuant to Code of Alabama 1975, Section 8-6-3.

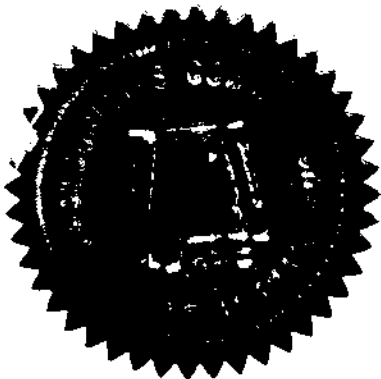
13. Pursuant to Code of Alabama 1975, Sections 8-6-16, whenever it appears to the Securities Commission that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of this article or any rule or order hereunder it may issue a cease and desist order, with or without a prior hearing, against the person or persons engaged in the prohibited activities, directing them to cease and desist from engaging in the act or practice.

14. This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

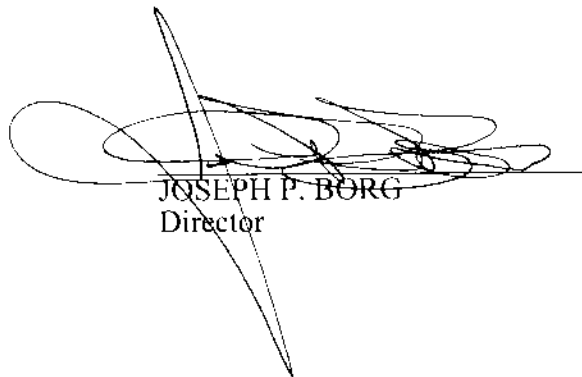
15. This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENTS AQCESS TECHNOLOGIES, INC., THOMAS R. SANFORD, JON-ERIK PRICHARD and KAIN K. JOHNSON immediately CEASE AND DESIST from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, Alabama this 24th day of January, 2001.



ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
Montgomery, Alabama 36130-4700
(334) 242-2984
BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over a horizontal line. The signature is stylized with loops and a long, sweeping underline that extends to the right.

JOSEPH P. BORG
Director